Based on the television series created by Edward Kitsis & Adam Horowitz

UPON A TIME

10/6 abc

OUT OF THE PAST

MARVEL

THE CREATORS

Kalinda Marie Vazquez is a New York City native who's been working in television for several years. Her credits include *Prison Break*, *Human Target*, *Nikita* and *Once Upon a Time*, on which she serves as a co-executive producer. She had her first foray into comics writing with *Jericho Season 4* for IDW.

Corinna Bechko has been writing comics since her horror graphic novel *Heathentown* was published by Image/Shadowline in 2009. Since then, she has contributed to *Marvel's Fear Itself:* The Home Front and co-written the ongoing Star Wars Legacy series for Dark Horse, as well as Planet of the Apes for BOOM! Studios. She was recently short-listed for the Aeon Award for her prose short Sooterkin. She is a zoologist by training.

Janet K. Lee's unique and playful style has made her a name in the comics industry. A breath of fresh air from the super-hero genre, she is best known for her work on the Eisner Award-winning *Return of the Dapper Men*, also the recipient of MTV's Best Graphic Novel Award for 2010, with writer Jim McCann from Archaia Comics. Lee collaborated with writer Nancy Butler on Marvel's adaptations of Jane Austen's *Emma* and *Northanger Abbey*.

Walla Walla



UPON A TIME



OUT OF THE PAST



COLLECTION EDITOR: JENNIFER GRÜNWALD
ASSISTANT EDITOR: SARAH BRUNSTAD
ASSOCIATE MANAGING EDITOR: ALEX STARBUCK
EDITOR, SPECIAL PROJECTS: MARK D. BEAZLEY
SENIOR EDITOR, SPECIAL PROJECTS: JEFF YOUNGQUIST
SVP PRINT, SALES & MARKETING: DAVID GABRIEL

EDITOR IN CHIEF: AXEL ALONSO
CHIEF CREATIVE OFFICER: JOE QUESADA
PUBLISHER: DAN BUCKLEY
EXECUTIVE PRODUCER: ALAN FINE

ONCE UPON A TIME: OUT OF THE PAST. First printing 2015. ISBN# 978-0-7851-9116-2. Published by MARVEL WORLDWIDE, INC., a subsidiary of MARVEL ENTERTAINMENT, LLC. OFFICE OF PUBLICATION. 135 West 50th Street, New York, NY 10020. Once Upon a Time & ABC Studios. All Rights Reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all relater indicia are trademarks of ABC Studios. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended and any such similarity which may exist is purely coincidental. Marvel and its logos are TM & @ Marvel Characters, Inc. Printed in the U.S.A. ALAN FINE, EVP - Office of the President, Marvel Worldwide Inc. and EVP & CMM Marvel Characters B.V.; DAN BUCKLEY, Publisher & President - Print, Animation & Digital Divisions, JuG EURSADA, Chief Creative Officer; TOM BREVOORT, SVP of Publishing, DAVIL. BOGART, SVP of Operations & Procurement, Publishing, Ca. ECBULSKI, SVP of Creator & Content Development, DAVID GABRIEL, SVP Print, Sales & Marketing; JIM O'KEETP, VP of Operations & Logistics DAN CARR, Executive Director of Publishing Technology; SUSAN CRESPI, Editorial Operations Manager; ALEX MORALES, Publishing Operations Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel Loom, please call 800-217-9158
Manufactured between 17/23/2015 and 37/2/2015 by R.R. DONNELLEY, INC., SALEM, VA, USA.



OUT OF THE PAST

Based on the television series *Once Upon a Time* created by Edward Kitsis & Adam Horowitz

KALINDA VAZQUEZ

STORY

CORINNA BECHKO & KALINDA VAZQUEZ

SCRIPT

DEAD IN THE WATER
PASCAL
CAMPION

ART & COLORS

TRUTH AND DAGGERS
BETSY
PETERSCHMIDT

ART & COLORS

GHOSTS VANESA DEL REY

ESTHER SANZ

COLORS

TEA PARTY IN MARCH JANET LEE

ART & COLORS

STACEY LEE

COVER ART

VC'S CLAYTON COWLES

LETTERS

EMILY SHAW

EDITOR

CHAPTER ONE



































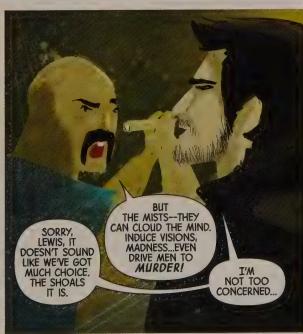


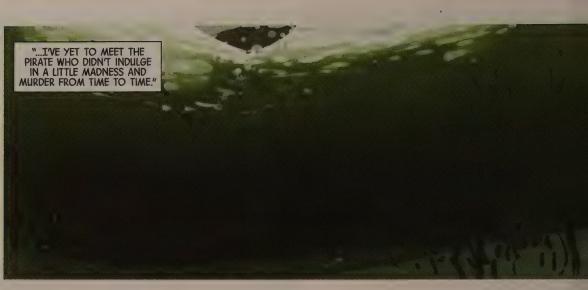












THE LEVIATHAN SHOALS.







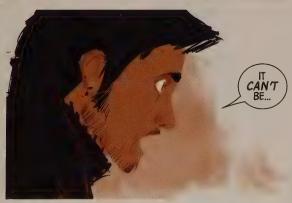




































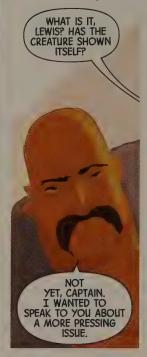














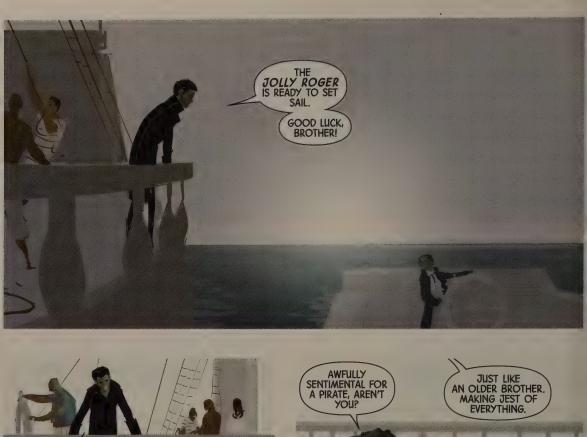












































SSSING PARALLE















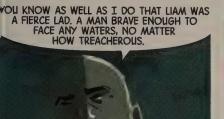




























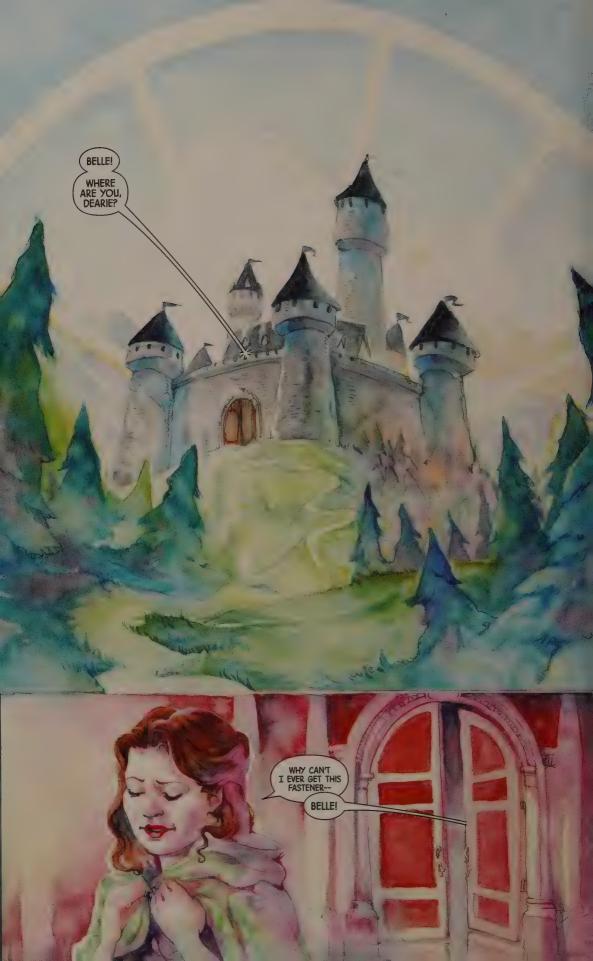




CHAPTER TWO













































CHAPTER THREE











































































CHAPTER FOUR

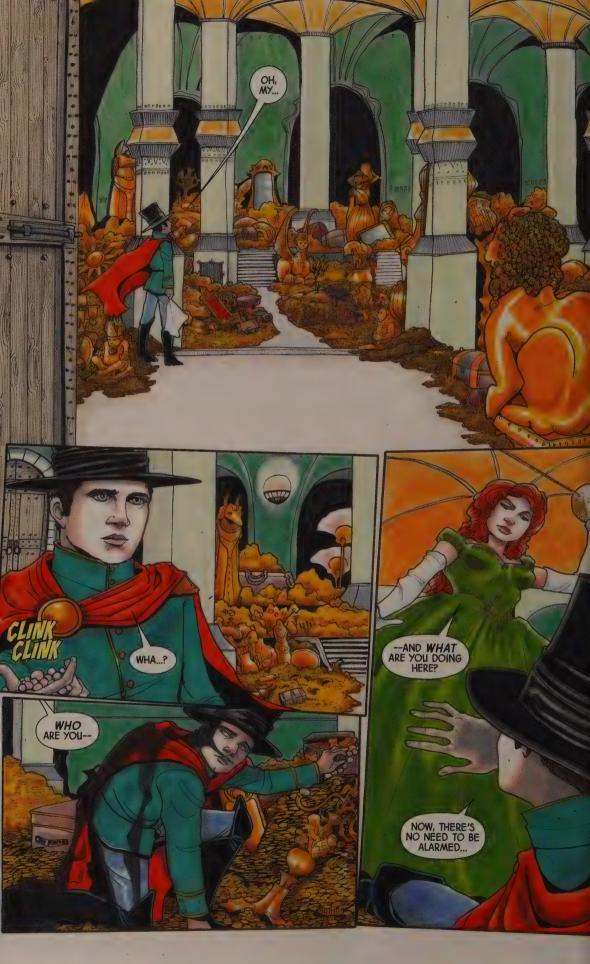








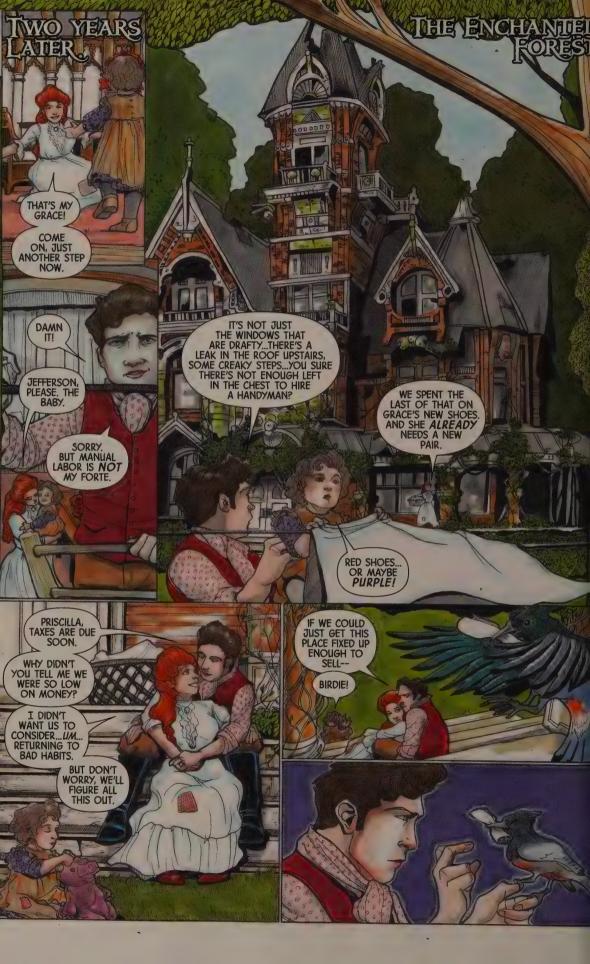


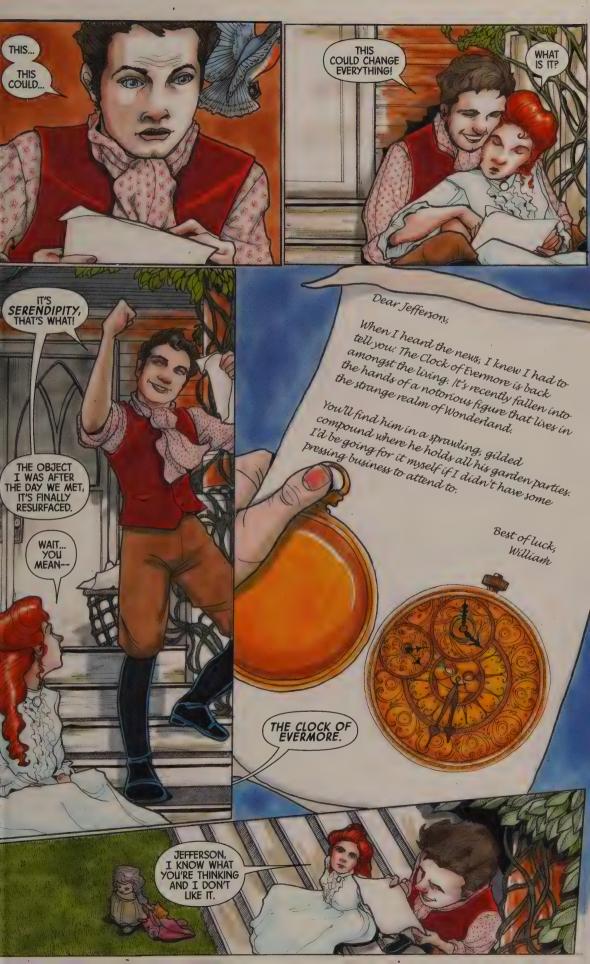






























































BONUS MATERIAL





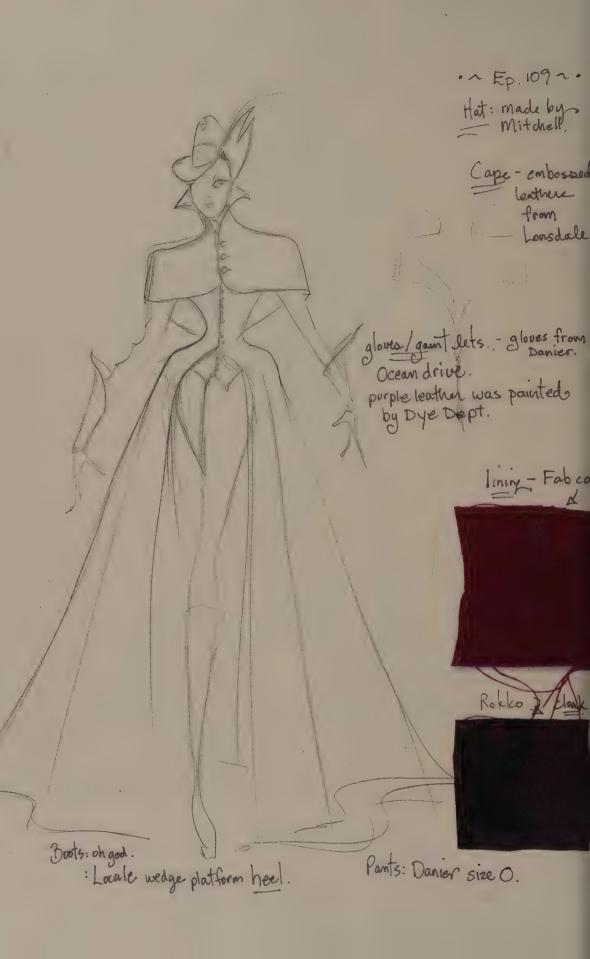
EXT - JOLLY ROGER & DOCK





THE EVIL QUEEN









THE MAD HATTER





BELLE

Clook for Scene w/ Queen



KILLIAN

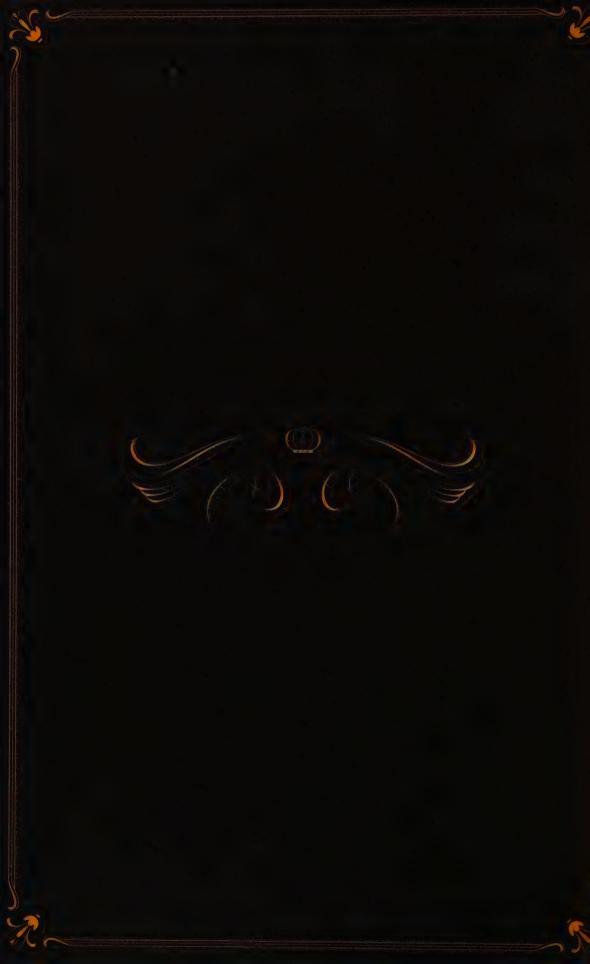


DANIEL



RUMPLESTILTSKIN

amplestitision Mr Robert Cur Me THE 2012 Me Robert Carly le Rample stitchen Upon
A
Time"







Continued from front flap.

Betsy Peterschmidt, a Minnesota native and Brooklyn transplant, has illustrated children's books such as Yes Sir, Captain Daddy and Have You Seen This Sinosauroptryx. She works in watercolor, inks, sculpture, painting and design. Peterschmidt publishes her own webcomic, Boys with Wings.

Pascal Campion is a French-American freelance illustrator and animator. He has worked in a wide variety of media for companies such as Dreamworks Animation, Disney TV and Nickelodeon. Campion has illustrated covers for Marvel Comics titles *Thor: The God of Thunder* and *Ms. Marvel*.

Vanesa Del Rey was an animator at Moonbot Studios before making her comics debut at BOOM! Studios with the noir-style miniseries Hit in 2013. Since then, Del Rey has illustrated The Empty Man and Zero: At the Heart of It All for Image. A Cuban-born artist, Del Rey was a nominated for the Russ Manning Promising Newcomer Award.



RETURN TO THE IMMERSIVE WORLD OF ABC'S HIT TV SERIES NCE UPON A TIME!



(V's fairytale mayhem in the all-new sequel to the original graphic novel, Once Upon a Time: The Shadow of the Queen! Welcome to the Enchanted Forest, where the characters from classic fairy tales have come to life - and are locked in an epic struggle between good and evil! Plotted by series writer and co-executive producer Kalinda Vazquez, and co-written by returning author Corinna Bechko, this all-new blockbuster will tie into official show continuity as it spins four spellbinding, never-before-told tales of fan-favorite characters!

Board the Jolly Roger on an adventure with the young Killian Jones, before he was known as the notorious Captain Hook, as he uncovers the mysteries of the Leviathan Shoals and the monster that lurks beneath the surface.

Witness the early sparks of Rumplestiltskin's and Belle's star-crossed romance, when Belle was just a servant in Rumplestiltskin's castle.

Travel to the Enchanted Forest with the Evil Queen, Regina, where she faces down demons from her past. Will the skeletons in her closet haunt her forever?

Experience Wonderland in the unforgettable origin tale of Jefferson, the portal-jumping Mad Hatter, and witness the loss that caused him to lock away his magical hat for good.

ISBN 978-0-7851-9116-2





